

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
(Richmond Division)**

<b>In Re:</b>	)	
	)	<b>Chapter 11</b>
<b>CIRCUIT CITY STORES, INC., <u>et al.</u>,</b>	)	<b>Case No. 08-035653-KRH</b>
	)	<b>(Jointly Administered)</b>
<b>Debtors.</b>	)	

**ORDER**

This matter having come before the Court upon the *Motion and Supporting Memorandum of Colonial Heights Holdings, LLC for an Order Compelling Debtor to Immediately Pay Administrative Rent Pursuant to 11 U.S.C. §§ 365(d)(3) and 503(b) and Granting Related Relief* (the “*Motion*”) filed in the bankruptcy case of the above-captioned Debtors and Debtors in Possession, including specifically, Circuit City Stores, Inc. (the “Debtors”), the Court finds that (i) it has jurisdiction over the matters raised in the *Motion* pursuant to 28 U.S.C. §§ 157 and 1334; (ii) this matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (iii) notice of the *Motion* and the opportunity for a hearing thereon on December 22, 2008, at 1:00 P.M. has been given and no other or further notice is necessary; and (iv) good and sufficient cause exists for the granting of the relief requested in the *Motion* after having given due deliberation upon the *Motion* and the arguments presented at any hearing had thereupon. Therefore,

**IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:**

1. The *Motion* is **GRANTED**;
2. Unless otherwise defined herein, each capitalized term shall have the meaning ascribed to it in the *Motion*;

3. The Debtors are authorized and directed to pay within two (2) business days of the entry of this Order, the November Administrative Rent to the Landlord in the amount of **\$27,916;**

4. The Debtors shall, within two (2) business days of their receipt of a written request from the Landlord therefore, reimburse the Landlord for all of its reasonable and actual attorneys' fees and costs incurred in preparing and prosecuting the *Motion*;

5. The Debtors shall make all future monthly payments of administrative rent and related charges to the Landlord in full on or before the last business day of the month, payable by wire for which such administrative rent and related charges become due under the Lease, and shall pay the real estate taxes, all as required by the Lease;

6. This Court retains jurisdiction to enforce and implement the terms and provisions of this Order and to resolve any and all disputes related thereto; and

7. The Clerk is requested to send copies of this Order, after entry, to all parties and counsel as set forth herein.

**ENTERED ON THE DOCKET:**

\_\_\_\_\_/2008

\_\_\_\_\_  
The Honorable Kevin R. Huennekens  
United States Bankruptcy Judge  
Eastern District of Virginia  
Richmond Division

I ASK FOR THIS:

/s/ Peter M. Pearl

Peter M. Pearl, Esquire (VSB # 22344)  
C. Thomas Ebel, Esquire (VSB #18637)  
William A. Gray, Esquire (VSB #46911)  
Lisa Taylor Hudson, Esquire (VSB # 45484)  
SANDS, ANDERSON, MARKS & MILLER, P.C.  
801 East Main Street, Suite 1800  
(Post Office Box 1998)  
Richmond, Virginia 23219 (23218-1998)  
Phone: (804) 648-1636  
Fax: (804) 783-7291  
*Counsel for Colonial Heights Holdings, LLC*

**PROOF OF SERVICE PURSUANT TO LOCAL RULE 9022-1(C)(2)**

I hereby certify that the foregoing proposed Order has been served upon all necessary parties as set forth in the Service List below, electronically through the Electronic Case Filing (“ECF”) System and by United States Mail, first class, postage prepaid on this 12th day of December, 2008.

**SERVICE LIST**

Daniel F. Blanks, Esquire  
Douglas M. Foley, Esquire  
McGuire Woods LLP  
9000 World Trade Center  
101 W. Main Street  
Norfolk, VA 23510  
*Counsel for Debtors*

Dion W. Hayes, Esquire  
James S. Sheerin, Esquire  
Sarah Beckett Boehm, Esquire  
McGuire Woods LLP  
One James Center  
901 E. Cary Street  
Richmond, VA 23219  
*Counsel for Debtors*

Gregg M. Galardi, Esquire  
Skadden Arps Slate Meagher & Flom, LLC  
One Rodney Square  
Post Office Box 636  
Wilmington, Delaware 19899-0636  
*Counsel for Debtors*

Chris L. Dickerson, Esquire  
Skadden Arps Slate Meagher & Flom, LLC  
333 West Wacker Drive  
Chicago, IL 60606  
*Counsel for Debtors*

Robert Van Arsdale, Esquire  
Assistant U.S. Trustee  
Office of the U.S. Trustee  
701 East Broad Street, Suite 4304  
Richmond, VA 23219  
*Office of the U.S. Trustee*

Linda K. Myers, Esquire  
Kirkland & Ellis, LLP  
200 East Randolph Drive  
Chicago, Illinois 60601  
*Special Counsel for Debtors*

David S. Berman, Esquire  
Riemer & Braunstein, LLP  
Three Center Plaza, 6th Floor  
Boston, Massachusetts 02108  
*Counsel for Bank of America, N.A.*

Bruce Matson, Esquire  
LeClair Ryan  
Riverfront Plaza, East Tower  
951 East Byrd Street, 8th Floor  
Richmond, Virginia 23219  
*Counsel for Bank of America, N.A.*

Lynn L. Tavenner, Esquire  
Tavenner & Beran, PLC  
20 North Eighth Street, Second Floor  
Richmond, Virginia 23219  
*Counsel for the Official Committee of  
Unsecured Creditors*

Robert J. Feinstein, Esquire  
Pachulski Stang Ziehl & Jones LLP  
780 Third Avenue, 26th Floor  
New York, New York 10017  
*Counsel for the Creditors Committee*

s/ Peter M. Pearl